

**CONSENT AND AUTHORIZATION  
OF  
INDUSTRIAL ONE, LLC**

The undersigned, for and on behalf of Industrial One, LLC (“Property Owner”), adopt the following resolutions:

1. Darland Properties, LLC, a Nebraska limited liability company (“Agent”), is a property management company, with its principal office located at 4115 S 133<sup>rd</sup> St., Omaha, NE 68137.

2. Pursuant to that certain Property Management Agreement dated April 13, 1988, Agent has provided property management services to Property Owner.

3. Agent, as a property management agent, was defrauded by its former employee Brett A. Cook (“Mr. Cook”) and entities and persons affiliated with Mr. Cook (collectively with Mr. Cook, the “Cook Entities”). Acting on their own accord without the knowledge of or direction from Agent, but purportedly in the name of Agent, the Cook Entities directly received a financial benefit from fraudulently obtained proceeds and concealed their unlawful activity from Agent and its clients (the “Unlawful Activity”). Mr. Cook violated his duty of loyalty to Agent and did not adhere to real estate code of ethics standards.

4. Agent became aware of the Unlawful Activity of the Cook Entities shortly after Mr. Cook’s death on May 4, 2022.

5. On July 1, 2022, the United States of America filed its Complaint For Forfeiture In Rem in the United States District Court for the District of Nebraska, Case No. 8:22-CV-240, alleging the Unlawful Activity.

6. In addition to fully cooperating with federal authorities with their investigation into Mr. Cook and the Cook Entities, Agent is working with authorities, forensic accountants, and legal counsel to gather more information to determine the extent of the Unlawful Activity and to pursue claims against Mr. Cook, the Estate of Brett A. Cook (the “Cook Estate”), and the Cook Entities.

7. Agent is hereby authorized and directed to, for, and on behalf of the Property Owner, to pursue actions, claims, and legal proceedings available to Property Owner to recover fraudulently and unlawfully obtained proceeds from the Cook Estate and the Cook Entities in connection with the Unlawful Activity purportedly conducted in the name of the Agent (collectively, the “Cook Proceedings”). For this purpose, Property Owner consents to and hereby authorizes Agent to enter into, execute, deliver and file all agreements, documents, pleadings and instruments that may be deemed necessary, appropriate, or convenient to document, implement, manage, and pursue the Cook Proceedings for claims arising out of the Unlawful Activity purportedly conducted in the name of Agent.

**EXHIBIT**

**D**

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8. Agent, acting alone, is authorized and directed to make all decisions relating to strategy, management, and implementation of the Cook Proceedings. Property Owner further authorizes and consents to Agent executing any and all pleadings, documents, agreements, or instruments necessary or appropriate in connection with the Cook Proceedings, including all documents, affidavits, certificates, pleadings and the like.

9. Agent, acting alone, is authorized and directed to execute and deliver whatever agreements, instruments, documents, notices, or certificates that Agent, in its sole and absolute discretion, deems necessary or advisable to pursue and manage the Cook Proceedings, and to take whatever further or other actions that are necessary or appropriate to carry out the intent of the foregoing resolutions.

10. Property Owner hereby agrees to provide Agent with all information and documentation reasonably necessary to assist Agent in pursuing the Cook Proceedings.

11. The execution by the undersigned of this Consent and Authorization will constitute the required written approval (if any is required) of the requisite number of members and managers (as applicable) of Property Owner under the organizational, operating, and governing documents for the Property Owner, as may be amended or restated from time to time.

12. This Authorization will remain in effect until written notice of revocation is actually received by Agent from the Property Owner of the revocation of Agent's authority. Third parties dealing with Agent will be entitled to rely on all actions taken, approvals given, and applications made by Agent as properly authorized acts of the Property Owner. Third parties are under no obligation to inquire further as to any necessary approvals for Agent's actions, approvals, and applications. This Authorization may be executed in one or more original, telecopy, or electronic counterparts, all of which together will form one binding document.

7/30/2022 | 1:09 PM CDT

This Consent and Authorization is effective as of \_\_\_\_\_, 2022.

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Signature Page(s) to Follow.]***

**MANAGER(s):**

Omaha Warehouses, LLC  
a Nebraska limited liability  
company, Manager

DocuSigned by:



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By: Monte E. Matz, Jr.  
Its Manager

7/30/2022 | 1:09 PM CDT

Date

**MEMBER(s):**

Omaha Warehouses, LLC  
a Nebraska limited liability  
company, Member

DocuSigned by:



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By: Monte E. Matz, Jr.  
Its Manager

7/30/2022 | 1:09 PM CDT

Date

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By: Jay B. Matz  
Its Member

7/30/2022 | 1:06 PM CDT

Date

DocuSigned by:



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By: Jerry E. Kelley  
Its Member

7/30/2022 | 10:35 AM CDT

Date

By: Monte E. Matz, Jr. Revocable Trust  
UTA dated November 19, 2018,  
Its Member

DocuSigned by:



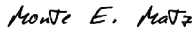
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Monte E. Matz, Jr., Trustee


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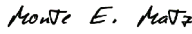
Date

Monte E. Matz Revocable Trust  
UTA dated July 14, 2009, Member

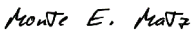
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Monte E. Matz, Trustee  
7/29/2022 | 6:15 PM CDT  
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Ruth E. McVey Irrevocable Trust  
dated December 11, 2008, Member

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Ann M. Matney, Co-Trustee  
7/29/2022 | 5:45 PM CDT  
Date

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Monte E. Matz, Co-Trustee  
7/29/2022 | 6:15 PM CDT  
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Eugene and Nita Heaton Trust,  
Member

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Monte E. Matz, Co-Trustee  
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Scott Heaton, Co-Trustee  
7/29/2022 | 6:02 PM CDT  
Date

**SIGNATURE PAGE(S) TO  
CONSENT AND AUTHORIZATION OF  
INDUSTRIAL ONE, LLC**